

Document Number Only

B98000000481

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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BVT Capital Partners X.I., Limited Partnership

FILED

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|---|---|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | | |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Fict. Filing | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> UCC-1 UCC-3 |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input checked="" type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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Thanks, Melanie

JUL 27 1998

File Rec

JUL 27 PM 1:01
CORPORATION

Florida Department of State, Sandra B. Mortham, Secretary of State
**APPLICATION BY FOREIGN LIMITED PARTNERSHIP FOR
 AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

1. BVT Capital Partners XI, Limited Partnership
 (Name of limited partnership as it is in the home state)
2. _____
 (If name is unavailable, name under which the limited partnership proposes to register or transact business in Florida; must contain the word "LIMITED" or "LTD.")
3. Delaware 4. May 4, 1998
 (State of Formation) (Date of Formation)
5. C T CORPORATION SYSTEM
 (Name of Registered Agent for Service of Process)
6. 1200 South Pine Island Road
 (Street Address of Registered Office)
Plantation Florida 33324
 (City) (Zip Code)
7. Acceptance by the Registered Agent for Service of Process.
C T CORPORATION SYSTEM
Connie Bryan Connie Bryan - Special Asst. Secretary
 (Officer must sign on this line)
8. Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801
 (Address of registered office required in state of formation or, if not required, address of principal office.)
9. NAME OF GENERAL PARTNERS BVT Development Corporation STREET ADDRESS 3350 Cumberland Circle
Suite 1500
Atlanta, Georgia 30339
10. c/o BVT Development Corporation, 3350 Cumberland Circle, Suite 1500
Atlanta, Georgia 30339
 (Office where Names, Addresses and Contributions of Limited Partners are kept.)
11. The limited partnership will undertake to keep the records listing the addresses and capital contributions of the limited partner or limited partners until the limited partnership's registration in Florida is canceled or withdrawn.

CONTINUED

12. c/o BVT Development Corporation, 3350 Cumberland Circle,

Suite 1500, Atlanta, Georgia 30339

(Mailing Address of Limited Partnership)

Under penalties of perjury I, being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 24th day of July, 1998.

BVT DEVELOPMENT CORPORATION

By: J. Greer Cummings, Jr.

General Partner

J. Greer Cummings, Jr., Assistant Secretary

STATE OF TENNESSEE

COUNTY OF DAVIDSON

On this 24th day of July, 1998.

J. Greer Cummings, Jr., Assistant Secretary

of BVT Development Corporation personally appeared before me

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Barbara S. Williams
(Notary Public Signature)

BARBARA S. WILLIAMS
(Notary's Printed Name)

BARBARA S. WILLIAMS
Notary Public, Davidson Co. TN
My Comm. Expires May 30, 1999

Seal

My Commission Expires: _____

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CLERK OF DISTRICT COURT
DAVIDSON COUNTY, TENNESSEE

AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR FOREIGN LIMITED PARTNERSHIP

J. Greer Cummings, Jr., Assistant

BEFORE ME, the undersigned, personally appeared Secretary of BVT Development Corporation,
BVT Capital Partners XI,
 a general partner of Limited Partnership, a (an) Delaware
 limited partnership, hereinafter referred to as the "Partnership", who certifies as follows:

1. The amount of capital contributions of the limited partners is \$ 1,000.00.
2. The anticipated amount of the capital contributions of the limited partners that are allocated for the purposes of transacting business in Florida is \$ 7,000,000.00

Under the penalties of perjury, I being duly sworn, declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

This 24 day of July, 19 98

BVT DEVELOPMENT CORPORATION

By: J. Greer Cummings, Jr.

General Partner

J. Greer Cummings, Jr., Assistant Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 27 PM 1:19

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STATE OF TENNESSEE

COUNTY OF DAVIDSON

On this 24th day of July, 19 98,

J. Greer Cummings, Jr., Assistant Secretary
 of BVT Development Corporation personally appeared before me,

☒ who is personally known to me

☐ whose identity I proved on the basis of _____

Barbara S. Williams

(Notary Public Signature)

Barbara S. Williams

(Notary's Printed Name)

BARBARA S. WILLIAMS
 Notary Public, Davidson Co. TN
 My Comm. Expires May 30, 1999

My Commission Expires: _____

Seal